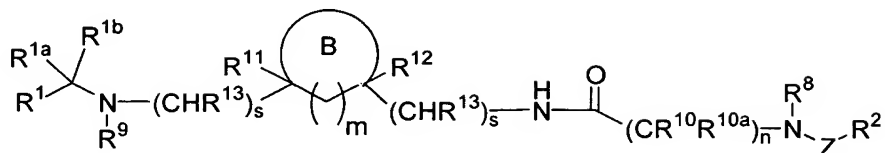


## Claims:

1. A compound of Formula (I)

5



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

10

ring B is a cycloalkyl group of 3 to 8 carbon atoms wherein the cycloalkyl group is saturated or partially unsaturated; or a heterocycle of 3 to 7 atoms wherein the heterocycle is saturated or partially unsaturated, the heterocycle containing a heteroatom selected from -O-, -S-, -S(=O)-, -S(=O)<sub>2</sub>-, and -N(R<sup>4</sup>)-, the heterocycle optionally containing a -C(O)-; ring B being substituted with 0-2 R<sup>5</sup>;

20

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, -SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

R<sup>1a</sup> and R<sup>1b</sup> are independently selected from H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> cycloalkyl, CF<sub>3</sub>, or alternatively, R<sup>1a</sup> and R<sup>1b</sup> are taken together to form =O;

25

R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>6</sup> and a 5-10 membered heteroaryl system

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6</sup>;

5 R<sup>2</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>7</sup> and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup>;

10 R<sup>4</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CHR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, 15 (CRR)<sub>r</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>, C<sub>1-6</sub> haloalkyl, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

20

R<sup>4a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>4c</sup>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>4e</sup>, 25 a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-4 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-3 R<sup>4e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with  
 5 0-2 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

R<sup>4c</sup> is independently selected from -C(O)R<sup>4b</sup>, -C(O)OR<sup>4d</sup>,  
 10 -C(O)NR<sup>4f</sup>R<sup>4f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>4d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkynyl substituted  
 15 with 0-3 R<sup>4e</sup>, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>;

R<sup>4e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH,  
 20 (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>4f</sup>R<sup>4f</sup>, -C(O)R<sup>4i</sup>, -C(O)OR<sup>4j</sup>, -C(O)NR<sup>4h</sup>R<sup>4h</sup>, -OC(O)NR<sup>4h</sup>R<sup>4h</sup>, -NR<sup>4h</sup>C(O)NR<sup>4h</sup>R<sup>4h</sup>, -NR<sup>4h</sup>C(O)OR<sup>4j</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

25 R<sup>4f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>4h</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a (CH<sub>2</sub>)<sub>r</sub>-  
 30 C<sub>3-10</sub> carbocyclic;

$R^{4i}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, and a  $(CH_2)_r-C_{3-6}$  carbocyclic residue;

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$R^{4j}$ , at each occurrence, is selected from  $CF_3$ ,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue;

10  $R^5$ , at each occurrence, is independently selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CRR)_rOH$ ,  $(CRR)_rSH$ ,  $(CRR)_rOR^{5d}$ ,  $(CRR)_rSR^{5d}$ ,  $(CRR)_rNR^{5a}R^{5a}$ ,  $(CRR)_rC(O)OH$ ,  $(CRR)_rC(O)R^{5b}$ ,  $(CRR)_rC(O)NR^{5a}R^{5a}$ ,  $(CRR)_rNR^{5a}C(O)R^{5b}$ ,  $(CRR)_rOC(O)NR^{5a}R^{5a}$ ,  
 15  $(CRR)_rNR^{5a}C(O)OR^{5d}$ ,  $(CRR)_rNR^{5a}C(O)NR^{5a}R^{5a}$ ,  $(CRR)_rNR^{5a}C(O)H$ ,  $(CRR)_rC(O)OR^{5b}$ ,  $(CRR)_rOC(O)R^{5b}$ ,  $(CRR)_rS(O)_pR^{5b}$ ,  $(CRR)_rS(O)_2NR^{5a}R^{5a}$ ,  $(CRR)_rNR^{5a}S(O)_2R^{5b}$ ,  $(CRR)_rNR^{5a}S(O)_2NR^{5a}R^{5a}$ ,  $C_{1-6}$  haloalkyl, a  $(CRR)_r-C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{5c}$ , and a  
 20  $(CRR)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{5c}$ ;

$R^{5a}$ , at each occurrence, is independently selected from H,  
 25 methyl substituted with 0-1  $R^{5g}$ ,  $C_{2-6}$  alkyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkenyl substituted with 0-2  $R^{5e}$ ,  $C_{3-8}$  alkynyl substituted with 0-2  $R^{5e}$ , a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{5e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl substituted with 0-3 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>5e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>5e</sup>;

R<sup>5c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>C(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>5f</sup>)NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5f</sup>R<sup>5f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>5e</sup>;

R<sup>5d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5e</sup>;

R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I,

CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH,  
 (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

5 R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl,  
 and C<sub>3-6</sub> cycloalkyl;

R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>,  
 -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl  
 substituted with R<sup>5e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl,  
 (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted  
 with R<sup>5e</sup>;

15 R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub>  
 alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br,  
 I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>OH,  
 (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H,  
 (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
 20 (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
 (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>,  
 (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>6d</sup>,  
 (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>,  
 (CR'R')<sub>r</sub>OC(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>,  
 25 (CR'R')<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>,  
 (CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>,  
 (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(=NR<sup>6f</sup>)NR<sup>6a</sup>R<sup>6a</sup>,  
 (CR'R')<sub>r</sub>NHC(=NR<sup>6f</sup>)NR<sup>6f</sup>R<sup>6f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>,  
 (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>,  
 30 (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub>

alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl  
 substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl  
 substituted with 0-3 R<sup>6e</sup>;

- 5 alternatively, two R<sup>6</sup> on adjacent atoms on R<sup>1</sup> may join to  
 form a cyclic acetal;

R<sup>6a</sup>, at each occurrence, is selected from H, methyl  
 substituted with 0-1 R<sup>6g</sup>, C<sub>2-6</sub> alkyl substituted with  
 10 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub>  
 alkynyl substituted with 0-2 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub>  
 carbocyclic residue substituted with 0-5 R<sup>6e</sup>, and a  
 (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing  
 1-4 heteroatoms selected from N, O, and S,  
 15 substituted with 0-2 R<sup>6e</sup>;

R<sup>6b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl  
 substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkenyl substituted  
 with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>6e</sup>,  
 20 a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3  
 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
 containing 1-4 heteroatoms selected from N, O, and  
 S, substituted with 0-2 R<sup>6e</sup>;

25 R<sup>6d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl  
 substituted with 0-2 R<sup>6e</sup>, C<sub>3-8</sub> alkynyl substituted  
 with 0-2 R<sup>6e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted  
 with 0-3 R<sup>6e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
 substituted with 0-3 R<sup>6e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered

heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

5 R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub>  
alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F,  
Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>6f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl,  
and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>6g</sup> is independently selected from -C(O)R<sup>6b</sup>, -C(O)OR<sup>6d</sup>,  
-C(O)NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15 R<sup>7</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub>  
alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br,  
I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>OH,  
(CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H,  
(CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>C(O)OH,  
20 (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>7d</sup>,  
(CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>7b</sup>,  
(CR'R')<sub>r</sub>OC(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>,  
25 (CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(=NR<sup>7f</sup>)NR<sup>7a</sup>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NHC(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>,  
(CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7a</sup>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NR<sup>7f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub>  
alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl



substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl  
substituted with 0-3 R<sup>7e</sup>;

alternatively, two R<sup>7</sup> on adjacent atoms on R<sup>2</sup> may join to  
5 form a cyclic acetal;

R<sup>7a</sup>, at each occurrence, is independently selected from H,  
methyl substituted with 0-1 R<sup>7g</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted  
10 with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>,  
a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-2 R<sup>7e</sup>;

15 R<sup>7b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>,  
a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3  
20 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-2 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl  
25 substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted  
with 0-2 R<sup>7e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted  
with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
30 selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

R<sup>7e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH,  
 5 (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>7f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

10 R<sup>7g</sup> is independently selected from -C(O)R<sup>7b</sup>, -C(O)OR<sup>7d</sup>, -C(O)NR<sup>7f</sup>R<sup>7f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>6e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted  
 15 with R<sup>6e</sup>;

R<sup>8</sup> is selected from H, C<sub>1-4</sub> alkyl, and C<sub>3-4</sub> cycloalkyl;

20 R<sup>9</sup> is selected from, H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> cycloalkyl, and (CH<sub>2</sub>)-R<sup>1</sup>;

R<sup>10</sup> and R<sup>10a</sup> are independently selected from H, and C<sub>1-4</sub> alkyl substituted with 0-1 R<sup>10b</sup>,

25 alternatively, R<sup>10</sup> and R<sup>10a</sup> can join to form a C<sub>3-6</sub> cycloalkyl;

R<sup>10b</sup>, at each occurrence, is independently selected from  
 30 -OH, -SH, -NR<sup>10c</sup>R<sup>10c</sup>, -C(O)NR<sup>10c</sup>R<sup>10c</sup>, and -NHC(O)R<sup>10c</sup>;

$R^{10c}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;

$R^{11}$  is selected from H,  $C_{1-4}$  alkyl,  $(CHR)_qOH$ ,  $(CHR)_qSH$ ,  
 5  $(CHR)_qOR^{11d}$ ,  $(CHR)_qS(O)_pR^{11d}$ ,  $(CHR)_rC(O)R^{11b}$ ,  
 $(CHR)_rNR^{11a}R^{11a}$ ,  $(CHR)_rC(O)NR^{11a}R^{11a}$ ,  
 $(CHR)_rC(O)NR^{11a}OR^{11d}$ ,  $(CHR)_qNR^{11a}C(O)R^{11b}$ ,  
 $(CHR)_qNR^{11a}C(O)OR^{11d}$ ,  $(CHR)_qOC(O)NR^{11a}R^{11a}$ ,  
 $(CHR)_rC(O)OR^{11d}$ , a  $(CHR)_r-C_{3-6}$  carbocyclic residue  
 10 substituted with 0-5  $R^{11e}$ , and a  $(CHR)_r-5-10$  membered  
 heterocyclic system containing 1-4 heteroatoms  
 selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

$R^{11a}$ , at each occurrence, is independently selected from  
 15 H,  $C_{1-4}$  alkyl,  $C_{3-4}$  alkenyl,  $C_{3-4}$  alkynyl,  $(CH_2)_rC_{3-6}$   
 cycloalkyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue  
 substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_r-5-6$  membered  
 heterocyclic system containing 1-4 heteroatoms  
 selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

20  $R^{11b}$ , at each occurrence, is independently selected from  
 $C_{1-4}$  alkyl,  $C_{2-4}$  alkenyl,  $C_{2-4}$  alkynyl, a  $(CH_2)_r-C_{3-6}$   
 carbocyclic residue substituted with 0-2  $R^{11e}$ , and a  
 $(CH_2)_r-5-6$  membered heterocyclic system containing  
 25 1-4 heteroatoms selected from N, O, and S,  
 substituted with 0-3  $R^{11e}$ ;

$R^{11d}$ , at each occurrence, is independently selected from  
 H, methyl,  $-CF_3$ ,  $C_{2-4}$  alkyl,  $C_{3-6}$  alkenyl,  $C_{3-6}$   
 30 alkynyl, a  $C_{3-6}$  carbocyclic residue substituted with

0-3 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

5 R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10

R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH,  
 15 (CHR)<sub>q</sub>OR<sup>12d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CHR)<sub>r</sub>C(O)R<sup>12b</sup>,  
 (CHR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>,  
 (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)R<sup>12b</sup>,  
 (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)OR<sup>12d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>12a</sup>R<sup>12a</sup>,  
 (CHR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
 20 substituted with 0-5 R<sup>12e</sup>, and a (CHR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from  
 25 H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

30

R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing  
 5 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-4</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, a C<sub>3-6</sub> carbocyclic residue substituted with  
 10 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

15 R<sup>12e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>13</sup>, at each occurrence, is independently selected from  
 25 methyl, C<sub>2-4</sub> alkyl substituted with 0-1 R<sup>13b</sup>;

R<sup>13b</sup> is selected from -OH, -SH, -NR<sup>13c</sup>R<sup>13c</sup>, -C(O)NR<sup>13c</sup>R<sup>13c</sup>, and -NHC(O)R<sup>13c</sup>;

30 R<sup>13c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

n is selected from 1 and 2;

m is selected from 0 and 1;

5 p, at each occurrence, is independently selected from 0,  
1, and 2;

q, at each occurrence, is independently selected from 1,  
2, 3, and 4;

10

r, at each occurrence, is independently selected from 0,  
1, 2, 3, and 4;

15 s, at each occurrence, is independently selected from 0  
and 1; and

t, at each occurrence, is independently selected from 2,  
3, and 4.

20 2. A compound claim 1, wherein

ring B is a cycloalkyl group of 3 to 8 carbon atoms  
wherein the cycloalkyl group is saturated or  
partially unsaturated; or a heterocycle of 3 to 7  
25 atoms wherein the heterocycle is saturated or  
partially unsaturated, the heterocycle containing a  
heteroatom selected from -O-, -S-, -S(=O)-,  
-S(=O)<sub>2</sub>-, and -N(R<sup>4</sup>)-, the heterocycle optionally  
containing a -C(O)-; ring B being substituted with  
30 0-2 R<sup>5</sup>;

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,  
-SO<sub>2</sub>-, and -SO<sub>2</sub>NH-;

R<sup>1a</sup> and R<sup>1b</sup> are independently selected from H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> cycloalkyl, CF<sub>3</sub>, or alternatively, R<sup>1a</sup> and R<sup>1b</sup> are taken together to form =O;

5

R<sup>1</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>6</sup> and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>6</sup>;

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R<sup>2</sup> is selected from a C<sub>6-10</sub> aryl group substituted with 0-5 R<sup>7</sup> and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>7</sup>;

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R<sup>4</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CHR)<sub>t</sub>SR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>r</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>, C<sub>1-6</sub> haloalkyl, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>4e</sup>, and a (CHR)<sub>r</sub>-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>4e</sup>;

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R<sup>4a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>4c</sup>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>4e</sup>, C<sub>3-8</sub> alkenyl substituted

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with 0-3  $R^{4e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{4e}$ ,  
and a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted  
with 0-4  $R^{4e}$ ;

- 5  $R^{4b}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl  
substituted with 0-3  $R^{4e}$ ,  $C_{3-8}$  alkenyl substituted  
with 0-3  $R^{4e}$ ,  $C_{3-8}$  alkynyl substituted with 0-3  $R^{4e}$ ,  
and a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted  
with 0-2  $R^{4e}$ ;

10

$R^{4c}$  is independently selected from  $-C(O)R^{4b}$ ,  $-C(O)OR^{4d}$ ,  
 $-C(O)NR^{4f}R^{4f}$ , and  $(CH_2)_r$ phenyl;

- $R^{4d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  
15  $C_{1-6}$  alkyl substituted with 0-3  $R^{4e}$ ,  $C_{3-8}$  alkenyl  
substituted with 0-3  $R^{4e}$ ,  $C_{3-8}$  alkynyl substituted  
with 0-3  $R^{4e}$ , and a  $C_{3-10}$  carbocyclic residue  
substituted with 0-3  $R^{4e}$ ;

- 20  $R^{4e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$   
alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl, OH, SH,  
 $(CH_2)_rSC_{1-5}$  alkyl,  $(CH_2)_rNR^{4f}R^{4f}$ ,  $-C(O)R^{4i}$ ,  $-C(O)OR^{4j}$ ,  
 $-C(O)NR^{4h}R^{4h}$ ,  $-OC(O)NR^{4h}R^{4h}$ ,  $-NR^{4h}C(O)NR^{4h}R^{4h}$ ,  
25  $-NR^{4h}C(O)OR^{4j}$ , and  $(CH_2)_r$ phenyl;

$R^{4f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  
 $C_{3-6}$  cycloalkyl, and phenyl;



R<sup>4h</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic;

5 R<sup>4i</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue;

10 R<sup>4j</sup>, at each occurrence, is selected from CF<sub>3</sub>, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue;

R<sup>5</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H, (CRR)<sub>r</sub>C(O)OR<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, C<sub>1-6</sub> haloalkyl, a (CRR)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>5c</sup>, and a (CRR)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>5c</sup>;

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R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl substituted with 0-1 R<sup>5g</sup>, C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkenyl substituted with 0-2 R<sup>5e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>5e</sup>,

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a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{5e}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{5e}$ ;

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$\text{R}^{5b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl substituted with 0-3  $\text{R}^{5e}$ ,  $\text{C}_{3-8}$  alkenyl substituted with 0-2  $\text{R}^{5e}$ ,  $\text{C}_{3-8}$  alkynyl substituted with 0-2  $\text{R}^{5e}$ , a  $(\text{CH}_2)_r\text{-C}_{3-6}$  carbocyclic residue substituted with 0-2  $\text{R}^{5e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $\text{R}^{5e}$ ;

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$\text{R}^{5c}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(\text{CF}_2)_r\text{CF}_3$ ,  $\text{NO}_2$ , CN,  $(\text{CH}_2)_r\text{NR}^{5f}\text{R}^{5f}$ ,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{SC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{5f}\text{R}^{5f}$ ,  $(\text{CH}_2)_r\text{NR}^{5f}\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OC}_{1-4}$  alkyl,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{C}(=\text{NR}^{5f})\text{NR}^{5f}\text{R}^{5f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{NHC}(=\text{NR}^{5f})\text{NR}^{5f}\text{R}^{5f}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{5f}\text{R}^{5f}$ ,  $(\text{CH}_2)_r\text{NR}^{5f}\text{S}(\text{O})_2\text{R}^{5b}$ , and  $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{5e}$ ;

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$\text{R}^{5d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ ,  $\text{C}_{2-6}$  alkyl substituted with 0-2  $\text{R}^{5e}$ ,  $\text{C}_{3-8}$  alkenyl substituted with 0-2  $\text{R}^{5e}$ ,  $\text{C}_{3-8}$  alkynyl substituted with 0-2  $\text{R}^{5e}$ , and a  $\text{C}_{3-10}$  carbocyclic residue substituted with 0-3  $\text{R}^{5e}$ ;

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R<sup>5e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

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R<sup>5f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

10 R<sup>5g</sup> is independently selected from -C(O)R<sup>5b</sup>, -C(O)OR<sup>5d</sup>, -C(O)NR<sup>5f</sup>R<sup>5f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15 R, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl substituted with R<sup>5e</sup>, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>5e</sup>;

20 R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>OH, (CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H, (CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>C(O)OH, (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>6b</sup>, 25 (CR'R')<sub>r</sub>OC(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>(CR'R')<sub>r</sub>R<sup>6d</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>6b</sup>, (CR'R')<sub>r</sub>C(=NR<sup>6f</sup>)NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NHC(=NR<sup>6f</sup>)NR<sup>6f</sup>R<sup>6f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>6b</sup>, 30 (CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CR'R')<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>,

$(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{S}(\text{O})_2(\text{CR}'\text{R}')_r\text{R}^{6b}$ ,  $\text{C}_{1-6}$  haloalkyl,  $\text{C}_{2-8}$  alkenyl substituted with 0-3  $\text{R}'$ ,  $\text{C}_{2-8}$  alkynyl substituted with 0-3  $\text{R}'$ , and  $(\text{CR}'\text{R}')_r$ phenyl substituted with 0-3  $\text{R}^{6e}$ ;

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alternatively, two  $\text{R}^6$  on adjacent atoms on  $\text{R}^1$  may join to form a cyclic acetal;

$\text{R}^{6a}$ , at each occurrence, is selected from H, methyl substituted with 0-1  $\text{R}^{6g}$ ,  $\text{C}_{2-6}$  alkyl substituted with 0-2  $\text{R}^{6e}$ ,  $\text{C}_{3-8}$  alkenyl substituted with 0-2  $\text{R}^{6e}$ ,  $\text{C}_{3-8}$  alkynyl substituted with 0-2  $\text{R}^{6e}$ , a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-5  $\text{R}^{6e}$ , and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $\text{R}^{6e}$ ;

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$\text{R}^{6b}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl substituted with 0-2  $\text{R}^{6e}$ ,  $\text{C}_{3-8}$  alkenyl substituted with 0-2  $\text{R}^{6e}$ ,  $\text{C}_{3-8}$  alkynyl substituted with 0-2  $\text{R}^{6e}$ , a  $(\text{CH}_2)_r\text{C}_{3-6}$  carbocyclic residue substituted with 0-3  $\text{R}^{6e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $\text{R}^{6e}$ ;

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$\text{R}^{6d}$ , at each occurrence, is selected from  $\text{C}_{3-8}$  alkenyl substituted with 0-2  $\text{R}^{6e}$ ,  $\text{C}_{3-8}$  alkynyl substituted with 0-2  $\text{R}^{6e}$ , methyl,  $\text{CF}_3$ ,  $\text{C}_{2-6}$  alkyl substituted with 0-3  $\text{R}^{6e}$ , a  $(\text{CH}_2)_r\text{-C}_{3-10}$  carbocyclic residue substituted with 0-3  $\text{R}^{6e}$ , and a  $(\text{CH}_2)_r\text{-5-6}$  membered

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heterocyclic system containing 1-4 heteroatoms  
selected from N, O, and S, substituted with 0-3 R<sup>6e</sup>;

5 R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub>  
alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F,  
Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH,  
(CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>6f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl,  
and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>6g</sup> is independently selected from -C(O)R<sup>6b</sup>, -C(O)OR<sup>6d</sup>,  
-C(O)NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

15 R<sup>7</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub>  
alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br,  
I, F, NO<sub>2</sub>, CN, (CR'R')<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>OH,  
(CR'R')<sub>r</sub>O(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>SH, (CR'R')<sub>r</sub>C(O)H,  
(CR'R')<sub>r</sub>S(CR'R')<sub>r</sub>R<sup>7d</sup>, (CR'R')<sub>r</sub>C(O)OH,  
20 (CR'R')<sub>r</sub>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(O)O(CR'R')<sub>r</sub>R<sup>7d</sup>,  
(CR'R')<sub>r</sub>OC(O)(CR'R')<sub>r</sub>R<sup>7b</sup>,  
(CR'R')<sub>r</sub>OC(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>(CR'R')<sub>r</sub>R<sup>7a</sup>,  
25 (CR'R')<sub>r</sub>NR<sup>7f</sup>C(O)O(CR'R')<sub>r</sub>R<sup>7b</sup>, (CR'R')<sub>r</sub>C(=NR<sup>7f</sup>)NR<sup>7a</sup>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NHC(=NR<sup>7f</sup>)NR<sup>7f</sup>R<sup>7f</sup>, (CR'R')<sub>r</sub>S(O)<sub>p</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>,  
(CR'R')<sub>r</sub>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CR'R')<sub>r</sub>NR<sup>7a</sup>S(O)<sub>2</sub>NR<sup>7a</sup>R<sup>7a</sup>,  
(CR'R')<sub>r</sub>NR<sup>7f</sup>S(O)<sub>2</sub>(CR'R')<sub>r</sub>R<sup>7b</sup>, C<sub>1-6</sub> haloalkyl, C<sub>2-8</sub>  
alkenyl substituted with 0-3 R', C<sub>2-8</sub> alkynyl

substituted with 0-3 R', and (CR'R')<sub>r</sub>phenyl  
substituted with 0-3 R<sup>7e</sup>;

alternatively, two R<sup>7</sup> on adjacent atoms on R<sup>2</sup> may join to  
5 form a cyclic acetal;

R<sup>7a</sup>, at each occurrence, is independently selected from H,  
methyl substituted with 0-1 R<sup>7g</sup>, C<sub>2-6</sub> alkyl  
substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted  
10 with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>,  
a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with  
0-5 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic  
system containing 1-4 heteroatoms selected from N,  
O, and S, substituted with 0-2 R<sup>7e</sup>;

15 R<sup>7b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkenyl substituted  
with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted with 0-2 R<sup>7e</sup>,  
a (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> carbocyclic residue substituted with 0-3  
20 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-2 R<sup>7e</sup>;

R<sup>7d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl  
25 substituted with 0-2 R<sup>7e</sup>, C<sub>3-8</sub> alkynyl substituted  
with 0-2 R<sup>7e</sup>, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted  
with 0-3 R<sup>7e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue  
substituted with 0-3 R<sup>7e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered  
heterocyclic system containing 1-4 heteroatoms  
30 selected from N, O, and S, substituted with 0-3 R<sup>7e</sup>;

$R^{7e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl, OH, SH,  
 5  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{7f}R^{7f}$ , and  $(CH_2)_r$ phenyl;

$R^{7f}$ , at each occurrence, is selected from H,  $C_{1-5}$  alkyl, and  $C_{3-6}$  cycloalkyl, and phenyl;

10  $R^{7g}$  is independently selected from  $-C(O)R^{7b}$ ,  $-C(O)OR^{7d}$ ,  $-C(O)NR^{7f}R^{7f}$ , and  $(CH_2)_r$ phenyl;

$R'$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl substituted with  $R^{6e}$ ,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  
 15  $(CH_2)_r C_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl substituted with  $R^{6e}$ ;

$R^8$  is selected from H,  $C_{1-4}$  alkyl, and  $C_{3-4}$  cycloalkyl;

20  $R^9$  is selected from, H,  $C_{1-4}$  alkyl,  $C_{3-4}$  cycloalkyl, and  $(CH_2)-R^1$ ;

$R^{10}$  and  $R^{10a}$  are independently selected from H, and  $C_{1-4}$ alkyl substituted with 0-1  $R^{10b}$ ,

25 alternatively,  $R^{10}$  and  $R^{10a}$  can join to form a  $C_{3-6}$  cycloalkyl;

$R^{10b}$ , at each occurrence, is independently selected from  
 30  $-OH$ ,  $-SH$ ,  $-NR^{10c}R^{10c}$ ,  $-C(O)NR^{10c}R^{10c}$ , and  $-NHC(O)R^{10c}$ ;

$R^{10c}$  is selected from H,  $C_{1-4}$  alkyl and  $C_{3-6}$  cycloalkyl;

$R^{11}$  is selected from H,  $C_{1-4}$  alkyl,  $(CHR)_qOH$ ,  $(CHR)_qSH$ ,

$(CHR)_qOR^{11d}$ ,  $(CHR)_qS(O)_pR^{11d}$ ,  $(CHR)_rC(O)R^{11b}$ ,

5  $(CHR)_rNR^{11a}R^{11a}$ ,  $(CHR)_rC(O)NR^{11a}R^{11a}$ ,

$(CHR)_rC(O)NR^{11a}OR^{11d}$ ,  $(CHR)_qNR^{11a}C(O)R^{11b}$ ,

$(CHR)_qNR^{11a}C(O)OR^{11d}$ ,  $(CHR)_qOC(O)NR^{11a}R^{11a}$ ,

$(CHR)_rC(O)OR^{11d}$ , a  $(CHR)_r-C_{3-6}$  carbocyclic residue

substituted with 0-5  $R^{11e}$ , and a  $(CHR)_r-5-10$  membered

10 heterocyclic system containing 1-4 heteroatoms

selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

$R^{11a}$ , at each occurrence, is independently selected from

H,  $C_{1-4}$  alkyl,  $C_{3-4}$  alkenyl,  $C_{3-4}$  alkynyl,  $(CH_2)_rC_{3-6}$

15 cycloalkyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue

substituted with 0-5  $R^{11e}$ , and a  $(CH_2)_r-5-6$  membered

heterocyclic system containing 1-4 heteroatoms

selected from N, O, and S, substituted with 0-3  $R^{11e}$ ;

20  $R^{11b}$ , at each occurrence, is independently selected from

$C_{1-4}$  alkyl,  $C_{2-4}$  alkenyl,  $C_{2-4}$  alkynyl, a  $(CH_2)_r-C_{3-6}$

carbocyclic residue substituted with 0-2  $R^{11e}$ , and a

$(CH_2)_r-5-6$  membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S,

25 substituted with 0-3  $R^{11e}$ ;

$R^{11d}$ , at each occurrence, is independently selected from

H, methyl,  $-CF_3$ ,  $C_{2-4}$  alkyl,  $C_{3-6}$  alkenyl,  $C_{3-6}$

alkynyl, a  $C_{3-6}$  carbocyclic residue substituted with

30 0-3  $R^{11e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic



system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

5 R<sup>11e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

10 R<sup>11f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>12</sup> is selected from H, C<sub>1-4</sub> alkyl, (CHR)<sub>q</sub>OH, (CHR)<sub>q</sub>SH, (CHR)<sub>q</sub>OR<sup>12d</sup>, (CHR)<sub>q</sub>S(O)<sub>p</sub>R<sup>12d</sup>, (CHR)<sub>r</sub>C(O)R<sup>12b</sup>,  
 15 (CHR)<sub>r</sub>NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)NR<sup>12a</sup>OR<sup>12d</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)R<sup>12b</sup>, (CHR)<sub>q</sub>NR<sup>12a</sup>C(O)OR<sup>12d</sup>, (CHR)<sub>q</sub>OC(O)NR<sup>12a</sup>R<sup>12a</sup>, (CHR)<sub>r</sub>C(O)OR<sup>12d</sup>, a (CHR)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-5 R<sup>12e</sup>, and a (CHR)<sub>r</sub>-5-10 membered  
 20 heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12a</sup>, at each occurrence, is independently selected from H, C<sub>1-4</sub> alkyl, C<sub>3-4</sub> alkenyl, C<sub>3-4</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue  
 25 substituted with 0-5 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12b</sup>, at each occurrence, is independently selected from C<sub>1-4</sub> alkyl, C<sub>2-4</sub> alkenyl, C<sub>2-4</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing  
 5 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

R<sup>12d</sup>, at each occurrence, is independently selected from H, methyl, -CF<sub>3</sub>, C<sub>2-4</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub>  
 10 alkynyl, a C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>12e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>12e</sup>;

15 R<sup>12e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, -O-C<sub>1-6</sub> alkyl, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>12f</sup>R<sup>12f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

20 R<sup>12f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>13</sup>, at each occurrence, is independently selected from  
 25 methyl, C<sub>2-4</sub> alkyl substituted with 0-1 R<sup>13b</sup>;

R<sup>13b</sup> is selected from -OH, -SH, -NR<sup>13c</sup>R<sup>13c</sup>, -C(O)NR<sup>13c</sup>R<sup>13c</sup>, and -NHC(O)R<sup>13c</sup>;

30 R<sup>13c</sup> is selected from H, C<sub>1-4</sub> alkyl and C<sub>3-6</sub> cycloalkyl;

n is selected from 1 and 2;

m is selected from 0 and 1;

5 p, at each occurrence, is independently selected from 0,  
1, and 2;

q, at each occurrence, is independently selected from 1,  
2, 3, and 4;

10

r, at each occurrence, is independently selected from 0,  
1, 2, 3, and 4;

s, at each occurrence, is independently selected from 0  
15 and 1; and

t, at each occurrence, is independently selected from 2,  
3, and 4.

20 3. The compound of claim 2, wherein:

$R^{10}$  and  $R^{10a}$  are H;

m is 0;

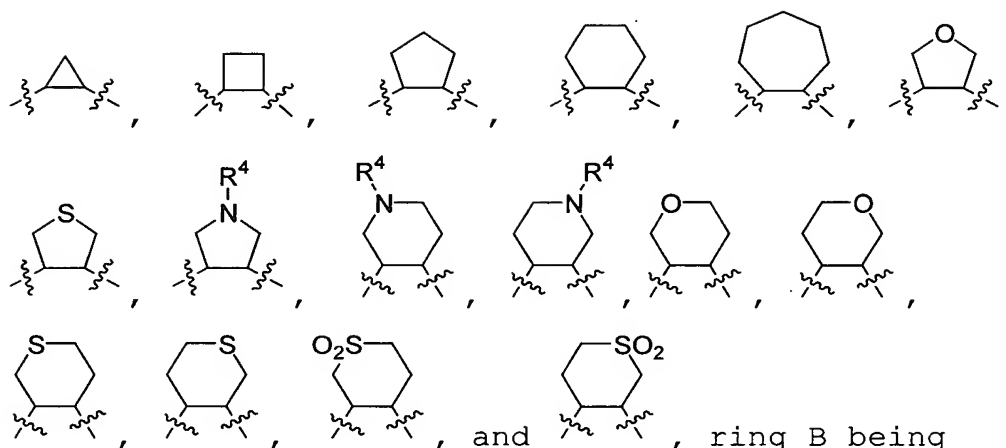
25

n is 1; and

s is 0.

30 4. The compound of claim 3, wherein:

ring B is selected from



5 optionally substituted with 0-1 R<sup>5</sup>; and

R<sup>11</sup> and R<sup>12</sup> are H.

5. The compound of claim 4, wherein:

10

R<sup>5</sup>, at each occurrence, is independently selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>OR<sup>5d</sup>, (CRR)<sub>r</sub>SR<sup>5d</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>5a</sup>R<sup>5a</sup>,  
 15 (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)R<sup>5b</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>C(O)OR<sup>5d</sup>, (CRR)<sub>r</sub>OC(O)NR<sup>5a</sup>R<sup>5a</sup>, (CHR)<sub>r</sub>NR<sup>5a</sup>C(O)NR<sup>5a</sup>R<sup>5a</sup>, CRR(CRR)<sub>r</sub>NR<sup>5a</sup>C(O)H, (CRR)<sub>r</sub>C(O)OR<sup>5b</sup>, (CRR)<sub>r</sub>OC(O)R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>5b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>5a</sup>R<sup>5a</sup>, (CRR)<sub>r</sub>NR<sup>5a</sup>S(O)<sub>2</sub>R<sup>5b</sup>, and C<sub>1-6</sub> haloalkyl;

20

R<sup>5a</sup>, at each occurrence, is independently selected from H, methyl, C<sub>1-6</sub> alkyl substituted with 0-2 R<sup>5e</sup> wherein the alkyl is selected from ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, C<sub>3</sub> alkenyl substituted  
 25 with 0-1 R<sup>5e</sup>, wherein the alkenyl is selected from

allyl, C<sub>3</sub> alkynyl substituted with 0-1 R<sup>5e</sup> wherein  
 the alkynyl is selected from propynyl, and a  
 (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub> carbocyclic residue substituted with 0-5  
 R<sup>5e</sup>, wherein the carbocyclic residue is selected from  
 5 cyclopropyl, and cyclobutyl;

R<sup>5b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl  
 substituted with 0-2 R<sup>5e</sup>, wherein the alkyl is  
 selected from methyl, ethyl, propyl, i-propyl,  
 10 butyl, i-butyl, pentyl, and hexyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-4</sub>  
 carbocyclic residue substituted with 0-2 R<sup>5e</sup>, wherein  
 the carbocyclic residue is selected from  
 cyclopropyl, and cyclobutyl; and

15 R<sup>5d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>,  
 C<sub>2-6</sub> alkyl substituted with 0-2 R<sup>5e</sup>, wherein the  
 alkyl is selected from methyl, ethyl, propyl,  
 i-propyl, butyl, i-butyl, pentyl, and hexyl, C<sub>3-8</sub>  
 alkenyl, C<sub>3-8</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic  
 20 residue substituted with 0-3 R<sup>5e</sup>.

6. The compound of claim 5, wherein:

R<sup>4</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub>  
 25 alkynyl, (CRR)<sub>q</sub>OH, (CRR)<sub>t</sub>SH, (CRR)<sub>t</sub>OR<sup>4d</sup>, (CRR)<sub>t</sub>SR<sup>4d</sup>,  
 (CRR)<sub>t</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>q</sub>C(O)OH, (CRR)<sub>r</sub>C(O)R<sup>4b</sup>,  
 (CRR)<sub>r</sub>C(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>,  
 (CRR)<sub>t</sub>OC(O)NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)OR<sup>4d</sup>,  
 (CRR)<sub>t</sub>NR<sup>4a</sup>C(O)R<sup>4b</sup>, (CRR)<sub>r</sub>C(O)OR<sup>4b</sup>, (CRR)<sub>t</sub>OC(O)R<sup>4b</sup>,  
 30 (CRR)<sub>r</sub>S(O)<sub>p</sub>R<sup>4b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>4a</sup>R<sup>4a</sup>, (CRR)<sub>r</sub>NR<sup>4a</sup>S(O)<sub>2</sub>R<sup>4b</sup>;

R, at each occurrence, is independently selected from H, methyl, ethyl, propyl, allyl, propynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, and  $(\text{CH}_2)_r$ phenyl substituted with  $\text{R}^{6e}$ ;

5  $\text{R}^5$ , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{OR}^{5d}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{R}^{5a}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{5a}\text{R}^{5a}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{NR}^{5a}\text{R}^{5a}$ ,  
 10  $(\text{CH}_2)_r\text{NR}^{5a}\text{C}(\text{O})\text{OR}^{5d}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{C}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{5b}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{5b}$ ,  $(\text{CH}_2)_r\text{NR}^{5a}\text{S}(\text{O})_2\text{R}^{5b}$ , and  $\text{C}_{1-6}$  haloalkyl;

$\text{R}^{5a}$ , at each occurrence, is independently selected from H,  
 15 methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl; and

r, at each occurrence, is selected from 0, 1, and 2.

20 7. The compound of claim 6, wherein:

$\text{R}^1$  is selected from phenyl substituted with 0-2  $\text{R}^6$ , naphthyl substituted with 0-2  $\text{R}^6$ , and a 5-10 membered heteroaryl system containing 1-4 heteroatoms  
 25 selected from N, O, and S, substituted with 0-3  $\text{R}^6$  wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl,  
 30 indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl,

pyridazinyl, pyridyl, pyridinyl, pyrimidinyl,  
 pyrrolyl, quinazolinyl, quinolinyl, thiazolyl,  
 thienyl, and tetrazolyl;

5  $R^2$  is selected from phenyl substituted with 0-2  $R^7$ , and a  
 5-10 membered heteroaryl system containing 1-4  
 heteroatoms selected from N, O, and S, substituted  
 with 0-3  $R^7$  wherein the heteroaryl is selected from  
 indolyl, benzimidazolyl, benzofuranyl,  
 10 benzothiofuranyl, benzoxazolyl, benzthiazolyl,  
 benztriazolyl, benztetrazolyl, benzisoxazolyl,  
 benzisothiazolyl, benzimidazolonyl, cinnolinyl,  
 furanyl, imidazolyl, indazolyl, indolyl,  
 isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl,  
 15 pyrazinyl, pyrazolyl, pyridazinyl, pyridyl,  
 pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl,  
 quinolinyl, thiazolyl, thienyl, and tetrazolyl;

$R^4$  is selected from H, methyl, ethyl, propyl, i-propyl,  
 20 butyl, i-butyl, allyl, propynyl,  $(CRR)_qOH$ ,  $(CRR)_tSH$ ,  
 $(CRR)_tOR^{4d}$ ,  $(CRR)_tSR^{4d}$ ,  $(CRR)_tNR^{4a}R^{4a}$ ,  $(CRR)_qC(O)OH$ ,  
 $(CRR)_rC(O)R^{4b}$ ,  $(CRR)_rC(O)NR^{4a}R^{4a}$ ,  $(CRR)_tNR^{4a}C(O)R^{4b}$ ,  
 $(CRR)_tOC(O)NR^{4a}R^{4a}$ ,  $(CRR)_tNR^{4a}C(O)OR^{4d}$ ,  
 $(CRR)_tNR^{4a}C(O)R^{4b}$ ,  $(CRR)_rC(O)OR^{4b}$ ,  $(CRR)_tOC(O)R^{4b}$ ,  
 25  $(CRR)_rS(O)_pR^{4b}$ ,  $(CRR)_rS(O)_2NR^{4a}R^{4a}$ ,  $(CRR)_rNR^{4a}S(O)_2R^{4b}$ ;

$R^{4a}$ , at each occurrence, is independently selected from H,  
 methyl substituted with 0-1  $R^{4c}$ ,  $C_{2-6}$  alkyl  
 substituted with 0-3  $R^{4e}$  wherein  $C_{2-6}$  is selected  
 30 from ethyl, propyl, i-propyl, butyl, i-butyl,  
 t-butyl, pentyl and hexyl, and a  $(CH_2)_r-C_{3-6}$

carbocyclic residue substituted with 0-4 R<sup>4e</sup> wherein the carbocyclic residue is selected from cyclopropyl, cyclohexyl, and phenyl;

5 R<sup>4b</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;

R<sup>4d</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;

10

R<sup>8</sup> is selected from H, methyl, ethyl, propyl, i-propyl, and cyclopropyl; and

15 R<sup>9</sup> is selected from H, methyl, ethyl, propyl, i-propyl, and cyclopropyl, and CH<sub>2</sub>-R<sup>1</sup>.

8. The compound of claim 7, wherein:

20 R<sup>6</sup>, at each occurrence, is selected from C<sub>1-8</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CRR)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CRR)<sub>r</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>O(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>C(O)H, (CRR)<sub>r</sub>S(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>C(O)(CRR)<sub>r</sub>R<sup>6b</sup>,  
25 (CRR)<sub>r</sub>C(O)O(CRR)<sub>r</sub>R<sup>6d</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>C(O)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6a</sup>C(S)NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>OC(O)(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>(CRR)<sub>r</sub>R<sup>6b</sup>, (CRR)<sub>r</sub>NR<sup>6f</sup>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, C<sub>1-6</sub> haloalkyl, and (CRR)<sub>r</sub>phenyl substituted with 0-3 R<sup>6e</sup>;

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- R<sup>6a</sup>, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl and phenyl;
- 5 R<sup>6b</sup>, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;
- 10 R<sup>6d</sup>, at each occurrence, is selected from methyl, CF<sub>3</sub>, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;
- 15 R<sup>6e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>6f</sup>R<sup>6f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;
- 20 R<sup>6f</sup>, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl;
- R<sup>7</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, (CRR)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, NO<sub>2</sub>, CN, (CRR)<sub>r</sub>NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>OH, (CRR)<sub>r</sub>O(CH)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>SH, (CRR)<sub>r</sub>C(O)H, (CRR)<sub>r</sub>S(CRR)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>C(O)OH, (CRR)<sub>r</sub>C(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>NR<sup>7f</sup>C(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>C(O)O(CRR)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>OC(O)(CRR)<sub>r</sub>R<sup>7b</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>C(O)NR<sup>7a</sup>R<sup>7a</sup>, (CRR)<sub>r</sub>NR<sup>7a</sup>C(O)O(CRR)<sub>r</sub>R<sup>7d</sup>, (CRR)<sub>r</sub>S(O)<sub>p</sub>(CRR)<sub>r</sub>R<sup>7b</sup>,
- 30

$(\text{CRR})_r \text{S}(\text{O})_2 \text{NR}^{7a} \text{R}^{7a}$ ,  $(\text{CRR})_r \text{NR}^{7f} \text{S}(\text{O})_2 (\text{CRR})_r \text{R}^{7b}$ ,  $\text{C}_{1-6}$  haloalkyl, and  $(\text{CRR})_r$ phenyl substituted with 0-3  $\text{R}^{7e}$ ;

5  $\text{R}^{7a}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl,, prop-2-enyl, 2-methyl-2-propenyl,, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,  $\text{CH}_2$ cyclopropyl, and benzyl;

10  $\text{R}^{7b}$ , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, cyclopentyl,  $\text{CH}_2$ -cyclopentyl, cyclohexyl,  $\text{CH}_2$ -cyclohexyl,  $\text{CF}_3$ , pyrrolidinyl, morpholinyl, and azetidiny;

15  $\text{R}^{7d}$ , at each occurrence, is selected from methyl,  $\text{CF}_3$ , ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

20  $\text{R}^{7e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r \text{C}_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r \text{CF}_3$ ,  $(\text{CH}_2)_r \text{OC}_{1-5}$  alkyl, OH, SH,  $(\text{CH}_2)_r \text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r \text{NR}^{7f} \text{R}^{7f}$ , and  $(\text{CH}_2)_r$ phenyl;

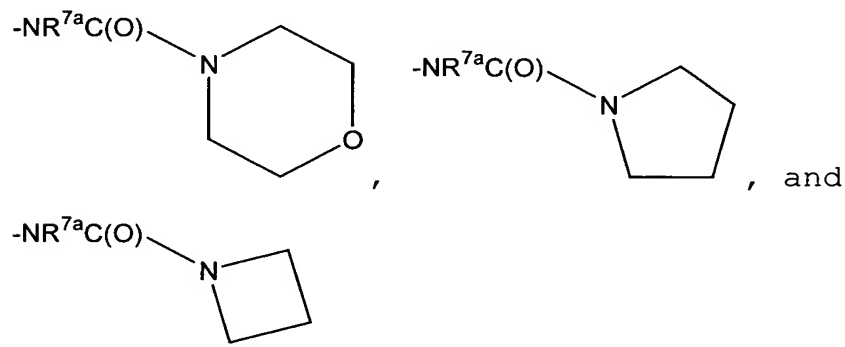
25  $\text{R}^{7f}$ , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

$r$  is 0 or 1.

30

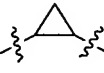

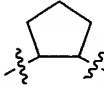
9. The compound of claim 8, wherein

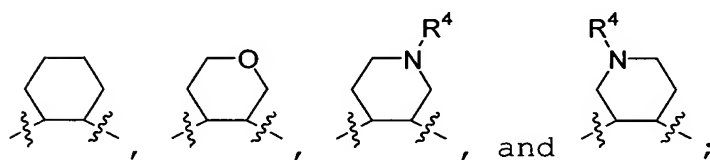
$R^7$  is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F,  $\text{NO}_2$ ,  $\text{NR}^{7a}\text{R}^{7a}$ ,  $\text{NHC(O)NHR}^{7a}$ ,  $\text{NR}^{7a}\text{C(O)R}^{7b}$ ,  $\text{NR}^{7a}\text{C(O)OR}^{7d}$ ,  $\text{CF}_3$ ,  $\text{OCF}_3$ ,  $\text{C(O)R}^{7b}$ ,  $\text{NR}^{7f}\text{C(O)NR}^{7a}\text{R}^{7a}$ ,  $\text{NHS(O)}_2\text{R}^{7b}$ ,



10. The compound of claim 9, wherein

10

ring B is selected from , , , and



Z is  $-\text{C(O)}-$ ;

15

$\text{R}^{1a}$  and  $\text{R}^{1b}$  are selected from H and methyl, or alternatively,  $\text{R}^{1a}$  and  $\text{R}^{1b}$  are taken together to form  $=\text{O}$ ;

20  $\text{R}^1$  is selected from a  $\text{C}_6$ -10 aryl group substituted with 0-3  $\text{R}^6$  wherein the aryl group is selected from phenyl and naphthyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N

and O, substituted with 0-3 R<sup>6</sup> wherein the heteroaryl system is selected from furyl, indolyl, and benzotriazolyl;

5 R<sup>2</sup> is phenyl substituted with 0-1 R<sup>7</sup>;

R<sup>4</sup> is selected from H, methyl, ethyl, propyl, i-propyl, butyl, I-butyl, t-butyl, pentyl, hexyl, and (CH<sub>2</sub>)<sub>r</sub> C(O)R<sup>4b</sup>;

10

R<sup>6</sup> is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I, NO<sub>2</sub>, CN, O(CH<sub>2</sub>)<sub>r</sub>R<sup>6d</sup>, C(O)H, SR<sup>6d</sup>, NR<sup>6a</sup>R<sup>6a</sup>, OC(O)R<sup>6b</sup>, S(O)<sub>p</sub>R<sup>6b</sup>, (CHR')<sub>r</sub>S(O)<sub>2</sub>NR<sup>6a</sup>R<sup>6a</sup>, CF<sub>3</sub>;

15

R<sup>6a</sup> is H methyl, or ethyl;

R<sup>6b</sup> is H or methyl;

20 R<sup>6d</sup> is methyl, phenyl, CF<sub>3</sub>, and (CH<sub>2</sub>)-phenyl;

R<sup>9</sup> is selected from H, methyl, and (CH<sub>2</sub>)-R<sup>1</sup>; and

r is 0 or 1.

25

11. The compound of claim 1, wherein the compound is selected from:

N-[2-[[[(1S,2S)-2-[[[4-

30

Chlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

- N-[2-[[ (1S,2S)-2-[[ (2,4-Dimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 5 N-[2-[[ (1S,2S)-2-[[ (2,4,6-Trimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 10 N-[2-[[ (1S,2S)-2-[[ (4-Benzzyloxyphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 15 N-[2-[[ (1S,2S)-2-[[ (2,4-Difluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 20 N-[2-[[ (1S,2S)-2-[[ (2-Chloro-4-fluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- N-[2-[[ (1S,2S)-2-[[ (2-Trifluoromethyl-4-fluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 25 N-[2-[[ (1S,2S)-2-[[ (2,4-Dichlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 30 N-[2-[[ (1S,2S)-2-[[ (2-Fluoro-6-trifluoromethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[ (1S,2S)-2-[[ (2-Chloro-5-trifluoromethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

5 N-[2-[[ (1S,2S)-2-[[ (1-Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

10 N-[2-[[ (1S,2S)-2-[bis (3-furylmethyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 N-[2-[[ (1S,2S)-2-[(2,4-Dimethylbenzyl) (methyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

20 N-[2-[[ (1S,2S)-2-[(4-Chlorobenzyl) (methyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[ (cis)-2-[[ (2,4-Dimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

25 N-[2-[[ (cis)-2-[[ (4-Chlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

30 N-[2-[[ (cis)-2-[[ (4-Nitrophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[ (cis)-2-[[ (4-  
Isopropylphenyl)methyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-3-(trifluoromethyl)benzamide;

5 N-[2-[[ (cis)-2-[[ (4-  
Trifluorophenyl)methyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-3-(trifluoromethyl)benzamide;

10 N-[2-[[ (cis)-2-[[ (4-  
Trifluoromethoxyphenyl)methyl]amino]cyclohexyl]amino  
]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

15 N-[2-[[ (cis)-2-[[ (4-  
Phenoxyphenyl)methyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[ (cis)-2-[[ (1-  
Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-  
3-(trifluoromethyl)benzamide;

20

N-[2-[[ (cis)-2-[[ (2-  
Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-  
3-(trifluoromethyl)benzamide;

25 N-[2-[[ (cis)-2-[[ (3-  
Indolyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-  
3-(trifluoromethyl)benzamide;

30 N-[2-[[ (cis)-2-[[ (1-(4-  
Chlorophenyl)ethyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[ (cis)-2-[Bis (3-furylmethyl) amino] cyclohexyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

5 N-[2-[[ (1S,2R)-2- [(4-Chlorobenzoyl) amino] cyclopentyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

10 N-[2-[[ (1S,2R)-2- [(4-(Methylthio) benzoyl) amino] cyclopentyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

15 N-[2-[[ (1S,2R)-2- [(4-(Methylsulfonyl) benzoyl) amino] cyclopentyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

20 N-[2-[[ (1S,2R)-2- [(4-Iodobenzoyl) amino] cyclopentyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

N-[2-[[ (1S,2R)-2- [(4-(Aminosulfonyl) benzoyl) amino] cyclopentyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

25 N-[2-[[ (1S,2R)-2- [[ (4-Chlorophenyl) methyl] amino] cyclopentyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;

30 N-[2-[[ (1S,2R)-2- [[ (2,4-Dimethylphenyl) methyl] amino] cyclopentyl] amino]-2-oxoethyl]-3-(trifluoromethyl) benzamide;



- N-[2-[[ (1S, 2R) -2-[[ (4-Methylphenyl)methyl]amino]cyclopentyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 5 N-[2-[[ (cis) -2-[(4-Chlorobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- N-[2-[[ (cis) -2-[(4-Methylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 10 N-[2-[[ (cis) -2-[(4-Fluorobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- N-[2-[[ (cis) -2-[Benzoylamino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 15 N-[2-[[ (cis) -2-[(4-Bromobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 20 N-[2-[[ (cis) -2-[(4-Phenoxybenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- N-[2-[[ (cis) -2-[(4-Trifluoromethylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 25 N-[2-[[ (cis) -2-[(5-Benzotriazolecarbonyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;
- 30 N-[2-[[ (cis) -2-[(4-Iodobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[ (cis)-2-[(4-Cyanobenzoyl) amino] cyclohexyl] amino]-  
2-oxoethyl]-3-(trifluoromethyl) benzamide;

5 N-[2-[[ (cis)-2-[(4-  
Trifluoromethoxybenzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

10 N-[2-[[ (cis)-2-[(4-Formylbenzoyl) amino] cyclohexyl] amino]-  
2-oxoethyl]-3-(trifluoromethyl) benzamide;

15 N-[2-[[ (cis)-2-[(4-  
Carbomethoxybenzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

N-[2-[[ (cis)-2-[(4-Nitrobenzoyl) amino] cyclohexyl] amino]-  
2-oxoethyl]-3-(trifluoromethyl) benzamide;

20 N-[2-[[ (cis)-2-[(4-Aminobenzoyl) amino] cyclohexyl] amino]-  
2-oxoethyl]-3-(trifluoromethyl) benzamide;

25 N-[2-[[ (cis)-2-[(4-  
Methoxybenzoyl) amino] cyclohexyl] amino]-2-oxoethyl]-  
3-(trifluoromethyl) benzamide;

N-[2-[[ (cis)-2-[(4-  
Methylthiobenzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

30 N-[2-[[ (cis)-2-[(4-  
Methylsulfonylbenzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

N-[2-[[ (cis)-2-[ (4-  
Aminosulfonylbenzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

5 N-[2-[[ (cis)-2-[ (4-  
Isopropylbenzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

10 N-[2-[[ (cis)-2-[ (4-  
Phenylthiobenzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

15 N-[2-[[ (cis)-2-[ (4-(N,N-  
diethylsulfamoyl) benzoyl) amino] cyclohexyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

20 N-[2-[[ (cis)-2-[ (4-  
Trifluoromethylthiobenzoyl) amino] cyclohexyl] amino]-  
2-oxoethyl]-3-(trifluoromethyl) benzamide;

N-[2-[[ (cis)-2-[ (4-  
Chlorophenyl) methyl] amino] cyclopropyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

25 N-[2-[[ (cis)-2-[ (3,4-  
Dimethylphenyl) methyl] amino] cyclopropyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

30 N-[2-[[ (cis)-2-[ (4-  
Methylphenyl) methyl] amino] cyclopropyl] amino]-2-  
oxoethyl]-3-(trifluoromethyl) benzamide;

2-Amino-N-[2-[[ (cis)-2-[ [4-  
 (aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
 oxoethyl]-5-iodobenzamide;

5 2-Amino-N-[2-[[ (cis)-2-[ [4-  
 (aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
 oxoethyl]-5-chlorobenzamide;

10 N-[2-[[ (cis)-2-[ [4-  
 (Aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
 oxoethyl]-3-chlorobenzamide;

15 N-[2-[[ (cis)-2-[ [4-  
 (Aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
 oxoethyl]-3-trifluoromethoxybenzamide;

Tert-butyl 2-[(2-[( (cis)-2-{ [4-  
 (aminosulfonyl)benzoyl]amino}cyclohexyl)amino]-2-  
 oxoethyl)amino)carbonyl]-4-  
 20 (trifluoromethyl)phenylcarbamate;

2-Amino-N-[2-[[ (cis)-2-[ [4-  
 (aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
 oxoethyl]-5-trifluoromethylbenzamide  
 25 trifluoroacetate;

4-(Aminosulfonyl)-N-((cis)-2-{ [(2-  
 (trifluoromethyl)anilino)carbonyl]amino)acetyl]amino  
 }cyclohexyl)benzamide;

30

4-(Aminosulfonyl)-N-{ (cis)-2-[(3-  
 chlorophenyl)sulfonyl]amino}acetyl)amino]cyclohexyl}  
 benzamide;

Ethyl 2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]amino)carbonyl]-4-(iodo)phenylcarbamate;

5



oxoethyl}amino) carbonyl]-4-  
(trifluoromethoxy)phenylcarbamate;

2-Amino-N-[2-[[ (cis)-2-[[4-

5 (aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-5-trifluoromethoxy benzamide;

2-(Allylamino)-N-[2-[[ (cis)-2-[[4-

10 (aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-5-trifluoromethyl benzamide;

2-((2-methyl-2-propenyl)amino)-N-[2-[[ (cis)-2-[[4-

(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
15 oxoethyl]-5-trifluoromethyl benzamide;

2-(cyclopropylmethylene)amino-N-[2-[[ (cis)-2-[[4-

(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-5-trifluoromethyl benzamide;

20 2-(butyl)amino-N-[2-[[ (cis)-2-[[4-

(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-5-trifluoromethyl benzamide;

2-(propyl)amino-N-[2-[[ (cis)-2-[[4-

25 (aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-5-trifluoromethyl benzamide;

2-(propyl)amino-N-[2-[[ (cis)-2-[[4-

30 (aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-  
oxoethyl]-5-trifluoromethyl benzamide;

- 2-((2-methyl-2-propyl)amino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 5 2-((aminocarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 10 2-(acetyl-amino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 15 2-(Methylamino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl benzamide;
- 20 2-(Ethylamino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl benzamide;
- 25 2-(Trifluoroacetyl-amino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl benzamide;
- 30 2-(amino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-nitro benzamide;
- Iso-propyl 2-[(2-[(2-[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino)-2-oxoethyl]amino)carbonyl]-4-(iodo)phenylcarbamate;



Tert butyl 2-[(2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]amino)carbonyl]-4-(iodo)phenylcarbamate;

5 2-(amino)-N-[2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-3,5-dinitro benzamide;

10 2-((Isopropylaminocarbonyl)amino)-N-[2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

15 2-((cyclohexylcarbonyl)amino)-N-[2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

20 2-((Cyclopentylmethylenecarbonyl)amino)-N-[2-[(2-[(cis)-2-[4-(aminosulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((cyclohexylcarbonyl)amino)-N-[2-[(2-[(cis)-2-[4-(methylsulfonyl)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

25 2-((cyclohexylcarbonyl)amino)-N-[2-[(2-[(cis)-2-[4-(methylthio)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

30 2-((Isopropylaminocarbonyl)amino)-N-[2-[(2-[(cis)-2-[4-(methylthio)benzoyl]amino)cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

- 2-((Isopropylaminocarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 5 2-((Methylsulfonyl)amino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 10 2-((Aminocarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 15 2-((Allyl)amino)-N-[2-[[ (cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 20 2-((Allyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 25 2-((2-Methyl-2-propenyl)amino)-N-[2-[[ (cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 30 2-((2-methyl-2-propenyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 2-((Propyl)amino)-N-[2-[[ (cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

- 2-((Propyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 5 2-((2-Methylpropyl)amino)-N-[2-[[ (cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 10 2-((2-Methylpropyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 15 2-((Butyl)amino)-N-[2-[[ (cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 20 2-((Butyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 25 2-((Ethylaminocarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 30 2-((Allylaminocarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 2-((Iso-butylaminocarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

- 2-((Cyclopentylaminocarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 5 2-((Tert-butoxycarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 10 2-((Iso-propoxycarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 15 2-((Ethoxycarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 20 2-((Pyrrolidinylcarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 25 2-((Morpholinylcarbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 25 2-((Azetidiny carbonyl)amino)-N-[2-[[ (cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;
- 30 2-[[1-Pyrrolidinylcarbonyl]amino]-N-{2-[[ (cis)-4-{[4-(methylthio)benzyl]amino}tetrahydro-2H-pyran-3-yl]amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

- 2- {[1-Azetidinylcarbonyl]amino}-N-{2-[(*cis*)-4-{[4-(methylthio)benzyl]amino}tetrahydro-2*H*-pyran-3-yl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 5 2- {[1-Azetidinylcarbonyl]amino}-N-{2-[(*cis*)-4-{[4-(methoxy)benzyl]amino}tetrahydro-2*H*-pyran-3-yl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 10 1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-trifluoromethylbenzoylamino)-acetylamino]-4-aminocyclohexane;
- 15 [2-({[5-benzyloxycarbonylamino-2-(4-methylthiobenzoylamino)cyclohexylcarbonyl]-methyl}carbonyl)-4-trifluoromethylphenyl] carbamic acid tert-butyl ester;
- 20 {4-(4-Methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)-acetylamino]-4-aminocyclohexane};
- 25 {4-(4-methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)acetylamino]-cyclohexyl}carbamic acid benzyl ester;
- 1-(4-Methanesulfonylbenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)-acetylamino]cyclohexyl-4-aminocyclohexane;
- 30 1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-trifluoromethylbenzoylamino)acetylamino]-4-(2-propylamino)cyclohexane;

- 1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-trifluoromethylbenzoylamino)acetylamino]-4-(3-methylureido)cyclohexane;
- 5 1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]6-aminocyclohexane;
- 10 1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]6-(2-propylamino)cyclohexane;
- 15 1-(4-Methylthio-benzoylamino)-2-[2-(2-Amino-5-trifluoromethyl-benzoylamino)-acetylamino]-4-aminocyclohexane;
- 20 4-(4-Methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)acetylamino]-4-(2-propylamino)-cyclohexane;
- 1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]-5-aminocyclohexane;
- 25 2-Amino-N-({2-[(4-methylthiophenylamino)methyl]cyclohexylcarbonyl}-methyl)-5-(trifluoromethyl)benzamide;
- 30 2-Isopropylamino-N-{[(cis)2-(4-methylthiobenzylamino)-cyclohexylcarbonyl]-methyl}-5-trifluoromethylbenzamide;

- 2-(3-Isopropylureido)-N-{[2-(4-methylthiobenzylamino)cyclohexylcarbamoyl]-methyl}-5-trifluoromethylbenzamide;
- 5 2-(3-Morpholinylureido)-N-{[2-(4-methylthiobenzylamino)cyclohexylcarbamoyl]-methyl}-5-trifluoromethylbenzamide;
- 10 2-Amino-N-({2-(cis)-[3-(4-methylthiophenyl)ureido]cyclohexylcarbamoyl}methyl)-5-trifluoromethyl benzamide;
- 15 {2-[({2-(Cis)-[3-(4-methanesulfonylphenyl)ureido]cyclohexylcarbamoyl}methyl) carbamoyl]-4-trifluoromethylphenyl} carbamic acid tert-butyl ester;
- 20 2-amino-N-{2-[((3S,4R)-4-{[4-(methylthio)benzyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 25 2-Amino-N-{2-[((3R,4S)-4-{[4-(methylthio)benzyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 30 2-amino-N-{2-[((cis)-4-{[4-(methylthio)benzoyl]amino}-1-methyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 30 N-{2-[((cis)-4-{[4-chlorobenzyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

*N*-{2-[(*cis*)-4-{[4-(methylthio)benzyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

5 2-Amino-*N*-{2-[(*cis*)-4-{[4-chlorobenzyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

10 2-Amino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

15 2-Amino-*N*-{2-[(*cis*)-4-{[4-ethylthiobenzyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

20 *N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-methyl-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

*N*-{2-[(*cis*)-4-{bis[4-methylthiobenzyl]amino}-1-methyl-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

25 2-Amino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-methyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

30 *N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-acetyl-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;



- 2-Amino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-butyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 5 2-Cyclohexylamino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 10 2-Iso-propylamino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 15 2-(Pyrrolidinylcarbonyl)amino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 20 2-(Methylaminocarbonyl)amino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 25 3-Amino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;
- 30 *N*-{2-[(*cis*)-4-{[4-aminosulfonylbenzoyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

*N*-{2-[(*cis*)-4-{[4-methylsulfonylbenzoyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

5 2-Amino-*N*-{2-[(*cis*)-4-{[4-(methylthio)benzoyl]amino}-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

10 *N*-{2-[(*cis*)-4-{[4-methylthiobenzoyl]amino}-1-methyl-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

15 *N*-{2-[(*cis*)-4-{[4-methylthiobenzoyl]amino}-1-acetyl-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

20 2-Amino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzoyl]amino}-1-butyl-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

25 2-Cyclohexylamino-*N*-{2-[(*cis*)-4-{[4-methylthiobenzoyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

2-Iso-propylamino-N-{2-[(*cis*)-4-{[4-methylthiobenzoyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

5

3-Amino-N-{2-[(*cis*)-4-{[4-methylthiobenzoyl]amino}-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;

10 N-{2-[(*cis*)-3-{[4-(aminosulfonyl)benzoyl]amino}-4-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;

15 N-{[4-Dimethylamino-2-(4-methylsulfanyl-benzylamino)-cyclohexylcarbonyl]-methyl}-3-trifluoromethylbenzamide trifluoroacetate;

20 N-{[2-(4-Chloro-benzylamino)-4-dimethylamino-cyclohexylcarbonyl]-methyl}-3-trifluoromethylbenzamide trifluoroacetate;

25 N-{[4-Dimethylamino-2-(4-methoxy-benzylamino)-cyclohexylcarbonyl]-methyl}-3-trifluoromethylbenzamide trifluoroacetate; and

25

N-{[4-Dimethylamino-2-(4-methyl-benzylamino)-cyclohexylcarbonyl]-methyl}-3-trifluoromethylbenzamide trifluoroacetate.

30

12. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

13. A method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective  
5 amount of a compound of claim 1.

14. A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in  
10 need thereof a therapeutically effective amount of a compound of claim 1.

15. A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim  
15 1.

16. A method for treating or preventing disorders, comprising administering to a patient in need thereof a  
20 therapeutically effective amount of a compound of claim 1, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic  
25 pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis,  
30 arteriosclerosis, and rheumatoid arthritis.

17. The method for treating or preventing disorders, of claim 16, wherein said disorders being

selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

18. The method for treating or preventing disorders, of claim 17, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

19. The method for treating or preventing disorders, of claim 18, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

20. A method for treating or preventing rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

21. A method for treating or preventing multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

22. A method for treating or preventing atherosclerosis, comprising administering to a patient in

need thereof a therapeutically effective amount of a compound of claim 1.

23. A method for treating or preventing asthma,  
5 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. A method for treating or preventing  
10 inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. A method for modulation of CCR2 activity  
15 comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.